Oaklins SWITZERLAND

FAIRNESS OPINION

GOLDBACH GROUP AG

15 January 2018

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Dear Sir/Madam,

The Board of Directors of Goldbach Group AG ("Goldbach" or "Goldbach Group") has retained Oaklins Binder AG ("Oaklins", "Oaklins Switzerland" or "we") to prepare a fairness opinion assessing the financial adequacy of the public tender offer for Goldbach by Tamedia AG ("Tamedia"), a Swiss media company listed on the SIX Swiss Exchange.

The fairness opinion is intended solely for use by the Board of Directors of Goldbach Group AG, which will refer to the fairness opinion in its statement assessing the aforementioned offer. It may be published in full and made available to interested parties. Use for any purpose other than assessment of the financial adequacy of the offer is not permitted. In particular, the fairness opinion does not constitute a recommendation to the public shareholders to accept or reject the offer.

Oaklins Switzerland prepared this fairness opinion as an independent corporate financial advisor and is being paid a reasonable fee for this. Oaklins Switzerland is not receiving any compensation that is dependent on statements in the opinion or the success of the transaction. Oaklins Switzerland confirms that it is suitably qualified as an assessor within the meaning of Art. 30 (6) TOO to prepare a fairness opinion and is independent of the offeror, the offeree company and persons acting in concert with them.

When preparing the fairness opinion, Oaklins Switzerland assumed the accuracy and completeness of the information provided by Goldbach. Management confirmed that it was not aware of any facts or circumstances that would render the information provided misleading, inaccurate or incomplete. Oaklins Switzerland's responsibility is restricted to the careful and professional assessment and verification of the plausibility of the information and calculations provided.

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Oaklins

BACKGROUND

- Goldbach Group AG was founded in 1983 and markets and places advertising in electronic, interactive and mobile private media. The company is listed on the SIX Swiss Exchange (Swiss Reporting Standard, Swiss securities no. 487094, ISIN CH0004870942, ticker symbol GBMN).
- Goldbach is headquartered in Küsnacht (canton of Zurich), Switzerland, and operates in the DACH region (Germany, Austria and Switzerland), focusing on TV, radio, online, mobile and digital out of home (DOOH). The company consists of two operational divisions:
  - **Ad Sales:** Clients are media partners for whom Goldbach places advertising time and space in TV and radio programs as well as on online and mobile platforms.
  - **Marketing Services:** Clients are direct clients whom Goldbach supports in the concept development, creation, production, planning, purchase, execution and optimization of their marketing measures in electronic and digital media.
- The major shareholders as at 30 November are: Dr. Beat Curti, Veraison Sicav, Credit Suisse Funds AG and UBS Fund Management. Together, they hold more than half of the shares in Goldbach.
- On 22 December 2017, Tamedia AG announced a public tender offer for Goldbach. The offer price is CHF 35.50 net in cash per Goldbach share and applies to all publicly held registered shares in Goldbach Group AG.
- Pursuant to Art. 132 FMIA, in the event of a public tender offer, the Board of Directors is obliged to publish a report on this offer. The Board of Directors has retained Oaklins Switzerland to prepare a fairness opinion to assess the financial adequacy of this offer. According to a decision by the Swiss Takeover Board (TOB) dated 25 April 2012, Oaklins Binder AG is suitably qualified to prepare fairness opinions on public tender offers.
- The fairness opinion does not constitute a recommendation to the public shareholders of Goldbach to accept or reject the offer. Furthermore, it does not assess the payment terms and other conditions of the Tamedia offer, the transaction structure from a legal and fiscal perspective, the possible consequences if the Tamedia offer is accepted or rejected, or the future value of the Goldbach share. Oaklins Switzerland has neither performed an audit as defined by Swiss corporate law nor any kind of due diligence.

PROCEDURE & VALUATION METHODS

- This appraisal of the financial adequacy of the offer to the shareholders of Goldbach Group AG is based on valuation considerations by Oaklins Switzerland.

- No consideration has been given to the tax or legal situation at the individual shareholder level in the assessment of the financial adequacy of the offer to the shareholders of Goldbach Group AG.

- Accordingly, only general statements on the financial adequacy of the offer from the perspective of public shareholders are possible in the context of this fairness opinion.

- The valuation date is 18 December 2017.

- The valuation assumes that the alternative to sale to a strategic partner is continuing to run the company independently. Synergies a potential acquiror might generate have not been taken into consideration.

- The following valuation methods are applied in the fairness opinion, with emphasis on the first method:

  - **Discounted cash flow (DCF) method**
    Discounting of the future expected cash flows to the valuation date.

  - **Market value method**
    Valuation on the basis of comparable companies (trading multiples) and comparable transactions (transaction multiples).

  - **Share price analysis and target price of equity analysts**
    Liquidity analysis and analysis of the share price, as well as assessment of the price targets of equity analysts.

VALUATION PRINCIPLES & INFORMATION BASIS

- The following valuation report assumes a continuation of the status quo with regard to the business performance and listing of Goldbach Group AG. The report does not include any statements on performance in the event of delisting of the share from the SIX Swiss Exchange or potential liquidation of the company.

- Oaklins Switzerland based its valuation considerations with regard to the group on the information provided and on publicly accessible information on Goldbach Group. In doing so, Oaklins assumed that the financial information and other data received were accurate and complete. We do not accept responsibility for independent verification of such information.

- Oaklins did not carry out any physical inspection of Goldbach buildings, locations and/or files or similar in the preparation of this fairness opinion. The Executive Committee of Goldbach Group AG assured Oaklins that it is unaware of any facts or circumstances that would render the information provided incomplete, inaccurate or misleading.

- The information and criteria in this document are based on the prevailing market, corporate and economic conditions as at the valuation date of 18 December 2017. Any circumstances thereafter may affect the information which has been used as a basis for this analysis. Oaklins has no obligation to update, verify or confirm the information contained in this document. The assessment is based on the following information:

— The advance notification of the public tender offer by Tamedia AG of 22 December 2017

— Selected publicly accessible business and financial information on the company (including audited annual reports)

— Various financial forecasts and other data made available by Goldbach Group, in particular business plans approved by the Board of Directors

— Meetings with Jens Alder (CBoD), Michi Frank (CEO), Roland Wittmann (CSO) and Lukas Leuenberger (CFO) on business activities and future prospects

— Details of financial liabilities and liquid assets

— Details of share and option-based remuneration plans for the Board of Directors and management

— Market studies assessing the market environment and future developments

— Historical share price data and share trading volumes for the company

— Capital market data and other publicly accessible information on selected other companies whom Oaklins Switzerland considers are active in comparable areas to the company

— Information on comparable precedent transactions

— Other financial studies, analyses and investigations, which Oaklins Switzerland considered appropriate.

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GOLDBACH GROUP AG

Overview

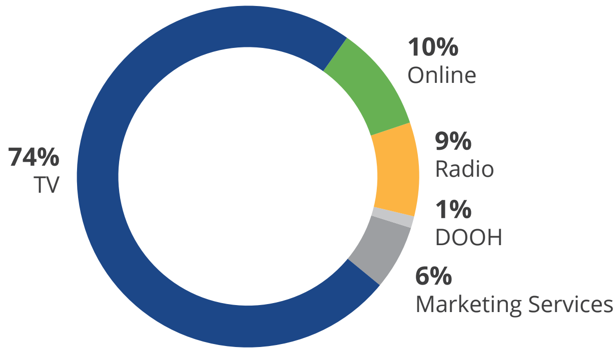
- Founded in **1983**
- Headquarters in **Küsnacht**, canton of Zurich
- Focus on the **DACH region**
- Revenue 2016: **CHF 495.5 million**
- EBITDA 2016: **CHF 32.5 million**
- Employees: **340 (319 FTEs)** as at mid-2017

GOLDBACH GROUP

Service offering

- **Marketing and placement** of advertising in electronic media
  - **TV** (74% of revenue)
  - **Online** (10% of revenue)
  - **Radio** (9% of revenue)
  - **DOOH** (1% of revenue)

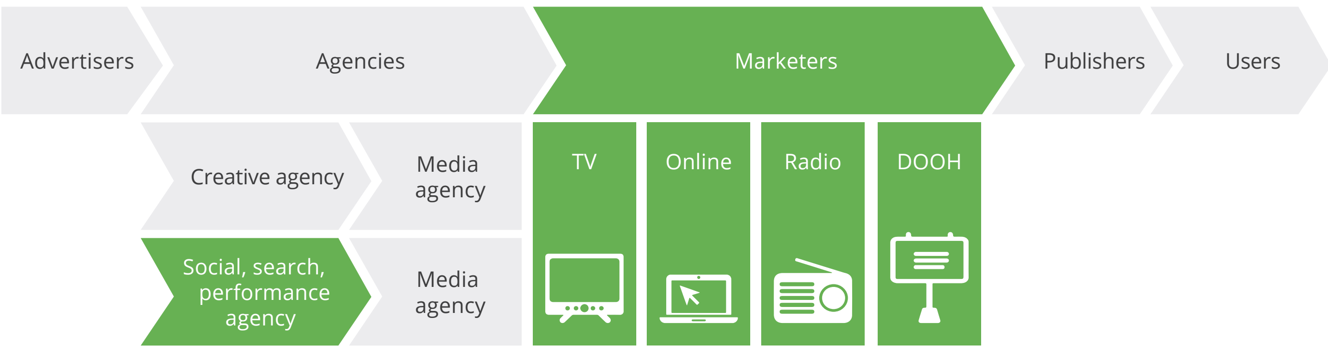
- **Marketing Services** (6% of revenue)



Source: Goldbach

Positioning along the advertising value chain

- Goldbach operates in those areas highlighted in green.



BUSINESS MODEL

- Goldbach is currently active in the marketing and placement of advertising (Ad Sales) in the DACH region (Germany, Austria and Switzerland). It also operates a digital agency in its Marketing Services division.

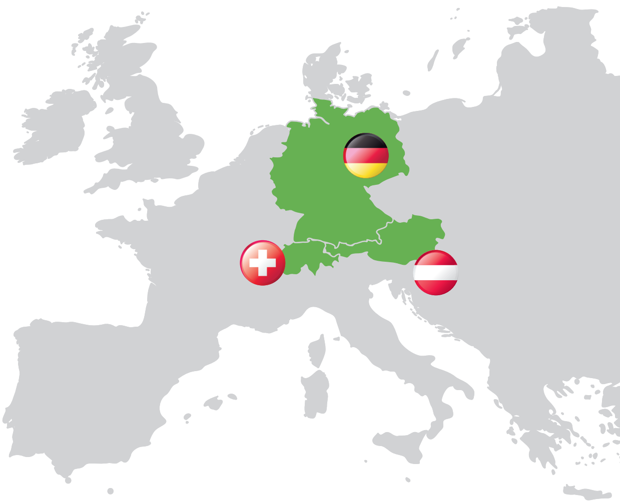
- The company sold Goldbach Russia, Goldbach Adriatic, Goldbach Romania, Goldbach Poland and the Internet TV platform Wilmaa in 2014. Goldbach has since focused on its core business as a German-speaking advertising marketer in the three key markets of Switzerland, Germany and Austria.

- The Ad Sales business model is based on income from marketing advertising windows across a range of media. Marketing of TV advertising in Switzerland is key here, accounting for more than 70% of total revenue. The clients are agencies.

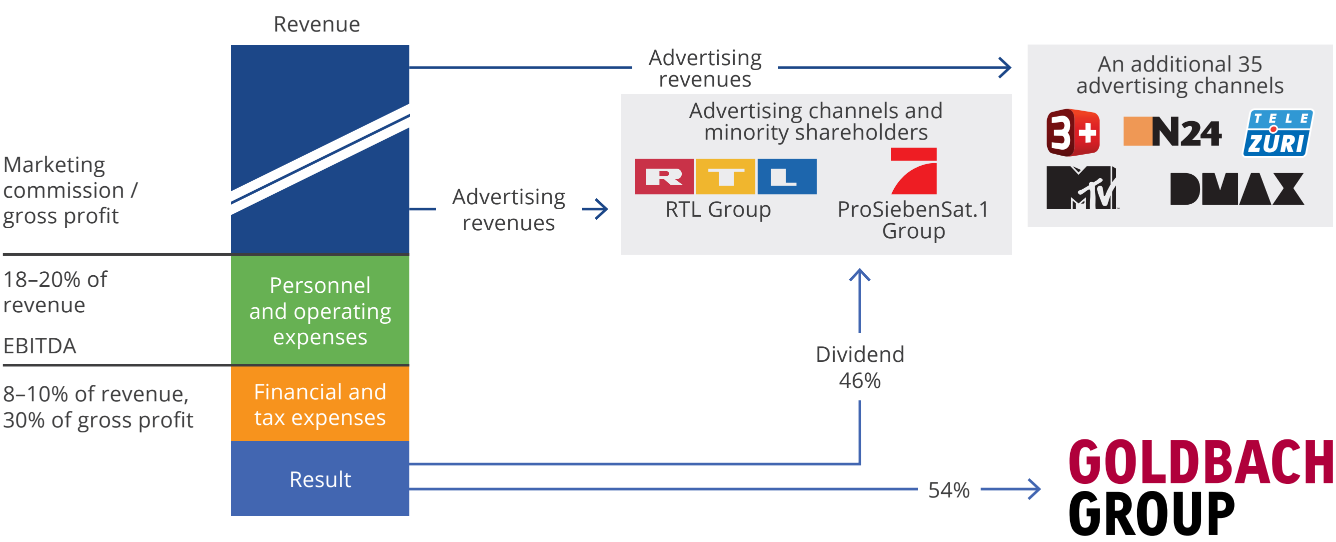
- A pillar for long-term, exclusive marketing mandates in the Swiss marketing business is the Goldbach Media Switzerland AG capital held by broadcasters RTL and ProSiebenSat.1 (for over 20 years). The long-standing contracts with both TV broadcasters also form the basis for the TV advertising business.

- In Marketing Services, Goldbach offers direct clients concept development and implementation of digital advertising campaigns as well as social media and search engine marketing solutions. After posting a negative contribution to EBITDA of CHF -2.5 million in 2016, this division has already reached the break-even point this year, meaning that from now on Marketing Services is expected to make positive contributions to performance.

Geographic focus



Sustainable business model through capital held by TV broadcasters



COMPANY STRUCTURE

- Goldbach Group is organized in a number of standalone companies that are active in different business areas and countries.
- The overview below shows the areas of activity of the most important group companies.

Areas of activity of the most important group companies

Division	Ad Sales												Marketing Services		
	TV			Online			Radio			DOOH					
Country	CH	DE	AT	CH	DE	AT	CH	DE	AT	CH	DE	AT	CH	DE	AT
Total revenue (2016)	CHF 368m			CHF 51m			CHF 42m			CHF 5m			CHF 30m		
GOLDBACH MEDIA	✓		✓	✓						✓		✓			
swiss radioworld							✓								
GOLDBACH GERMANY		✓			✓						✓				
GOLDBACH AUDIENCE	✓			✓		✓				✓					
GOLDBACH INTERACTIVE													✓		
Jaduda					✓						✓				

SERVICE OFFERING & PARTNERS

- As an advertising marketer, Goldbach sells a publisher's advertising space (TV, online, radio, DOOH) to advertisers or their agencies. Sales revenues are divided between the publisher and marketer. Goldbach works with a range of selected publishers and marketing partners in Ad Sales. In Marketing Services, revenue is generated from direct clients.
- The following overview shows the key partners and clients in the individual segments and countries.

Selected partners/clients in the individual segments and countries

Coun-try	Ad Sales				Marketing Services (direct clients, entire DACH region)
	TV	Online	Radio	DOOH	
	3+, RTL, VOX, SAT.1, 6	20 minuten, Teleboy, wilmaa, swissmilk	NRJ, FM1, Radio 24 102.8	bp, SOCAR, MediaMarkt	coop @home, Feldschlösschen, BASF We create chemistry, Deichmann, IKEA, Beiersdorf, Carlsberg
	nick night AT, Comedy Central, DMAX Austria, VIVA AT	BAZAR.at, XING, KRONEHIT		MediaMarkt, Saturn, ÖBB Werbung	
	auto motor sport Channel, AXN, sportdigital HD, Kino Welt.TV, welt der wunder	viewster, VIDEO.tv, TVSMILES Deals		MALL, Transport Channel, Taxi Channel, Airport Channel	

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HISTORICAL FINANCIAL FIGURES

- Historical revenue figures show continuous revenue growth (net revenue) between 2011 and 2016.
- The EBITDA margin fluctuates slightly, but generally moves sideways between 6% and 8%.
- One-time effects (impairment) in 2013 distorted EBIT and as a result the margin year-on-year.
- In 2014, there was a switch in reporting standard from IFRS to Swiss GAAP FER, meaning that the results prior to 2014 are only comparable with the 2014–2016 period to a limited extent. There were also no figures by segment prior to 2014.

Income statement

in CHF thousands	2011	2012	2013	2014	2015	2016
Accounting standard	*IFRS*	*IFRS*	*IFRS*	*Swiss GAAP*	*Swiss GAAP*	*Swiss GAAP*
Ad Sales Switzerland				394’157	414’184	447’370
Ad Sales Germany				-	3’057	8’162
Ad Sales Austria*				26’006	19’960	13’002
Eliminations				(319)	(487)	(1’373)
Ad Sales				419’844	436’714	467’161
Marketing Services				48’702	35’482	29’744
Corporate/Eliminations				(4’655)	(1’933)	(1’370)
Net revenue	**446’030**	**455’448**	**458’569**	**463’891**	**470’263**	**495’535**
Direct expenses	(346’986)	(356’524)	(358’754)	(370’997)	(378’454)	(402’150)
Gross profit	**99’044**	**98’924**	**99’815**	**92’894**	**91’809**	**93’385**
Personnel expenses	(46’296)	(45’506)	(47’793)	(44’040)	(44’148)	(43’138)
Other operating expenses	(22’409)	(22’945)	(23’233)	(23’741)	(22’699)	(20’729)
Other operating income	6’989	5’184	2’512	2’345	3’176	3’006
EBITDA	**37’328**	**35’657**	**31’301**	**27’458**	**28’138**	**32’524**
Depreciation and amortization	(3’265)	(2’532)	(2’877)	(3’283)	(2’535)	(2’961)
Impairments	(4’056)	(1’037)	(20’728)			
EBIT	**30’007**	**32’088**	**7’696**	**24’175**	**25’603**	**29’563**
KPIs:						
Revenue growth	n/a	2.1%	0.7%	1.2%	1.4%	5.4%
Gross margin	22.2%	21.7%	21.8%	20.0%	19.5%	18.8%
EBITDA margin	8.4%	7.8%	6.8%	5.9%	6.0%	6.6%
EBIT margin	6.7%	7.0%	1.7%	5.2%	5.4%	6.0%
Capex	2’825	4’853	2’548	1’464	2’956	1’514
Capex in % of EBITDA	7.6%	13.6%	8.1%	5.3%	10.5%	4.7%

**previously Ad Sales Other*
Source: Goldbach annual reports 2011–2016

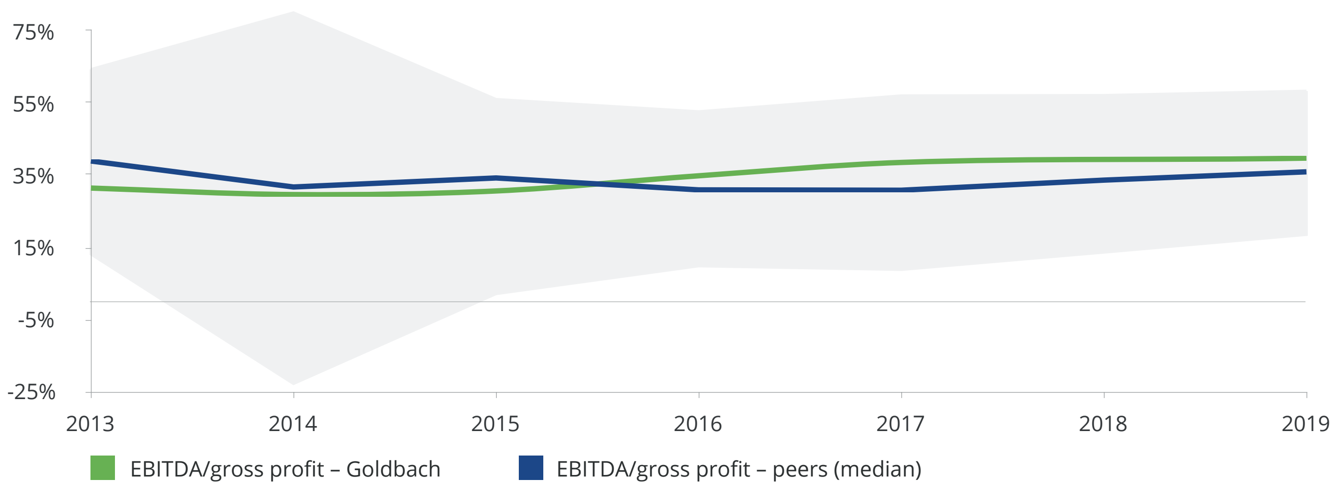
BENCHMARKING WITH PEER GROUP

Benchmarking

- The benchmarking compares various Goldbach figures (EBITDA in % of gross profit, net working capital (NWC) and capex) with those of the peer group.
- It is subject to certain limitations, as there are no fully comparable companies (peers) with publicly accessible data. Accordingly, a broad group of international companies was selected, which are fully or partially active in advertising marketing. The precise composition of the peer group can be found in the Annex.
- The lines in the graphs show the value of Goldbach and the median peer group value for the period 2013 to 2019. The grey area shows the full range of figures for peer group companies.
- The value of Goldbach should be within the peer group range, which was also used for the valuation.

EBITDA in % of gross profit

- Goldbach passes on a large part of its revenue directly to media partners. However, this revenue passes through the Goldbach income statement in full. As a result, the EBITDA margin in the usual sense, which is the ratio between EBITDA and revenue, has limited meaning here. The ratio between EBITDA and gross profit is more suitable, and we have used this for the benchmarking.



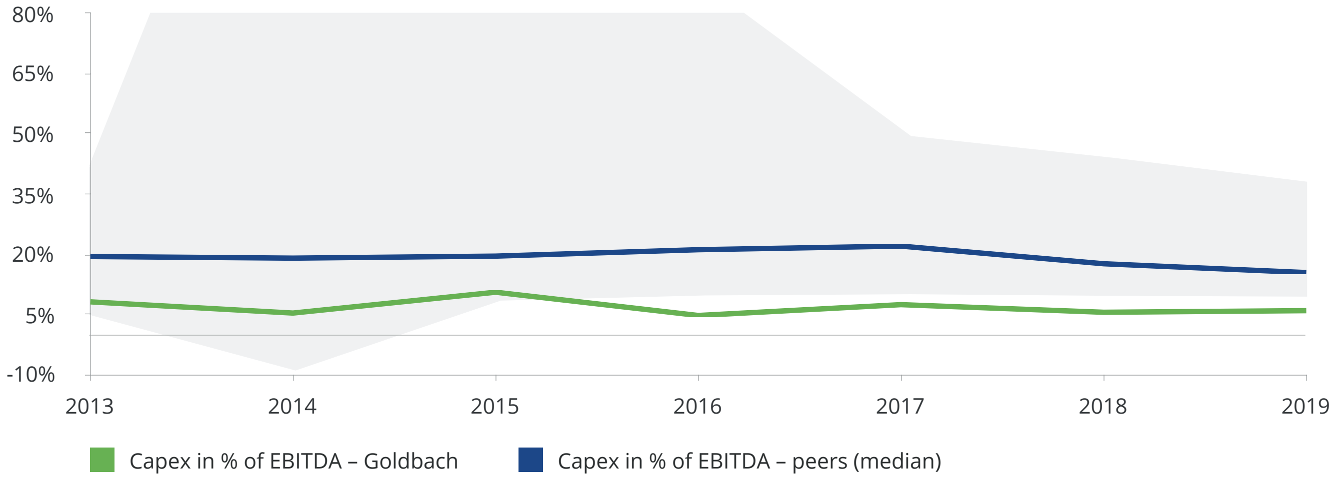
Source: Oaklins, Infront Analytics, Goldbach
Goldbach data from historical annual financial statements and forecasts; peer group data from Infront Analytics

- The EBITDA-gross profit ratio is close to the peer group median, both historically and according to the plan.

BENCHMARKING WITH PEER GROUP

Capex in % of EBITDA

- The graph shows the proportion of EBITDA invested every year. While the values are shown as positive, they are negative from a cash flow perspective.



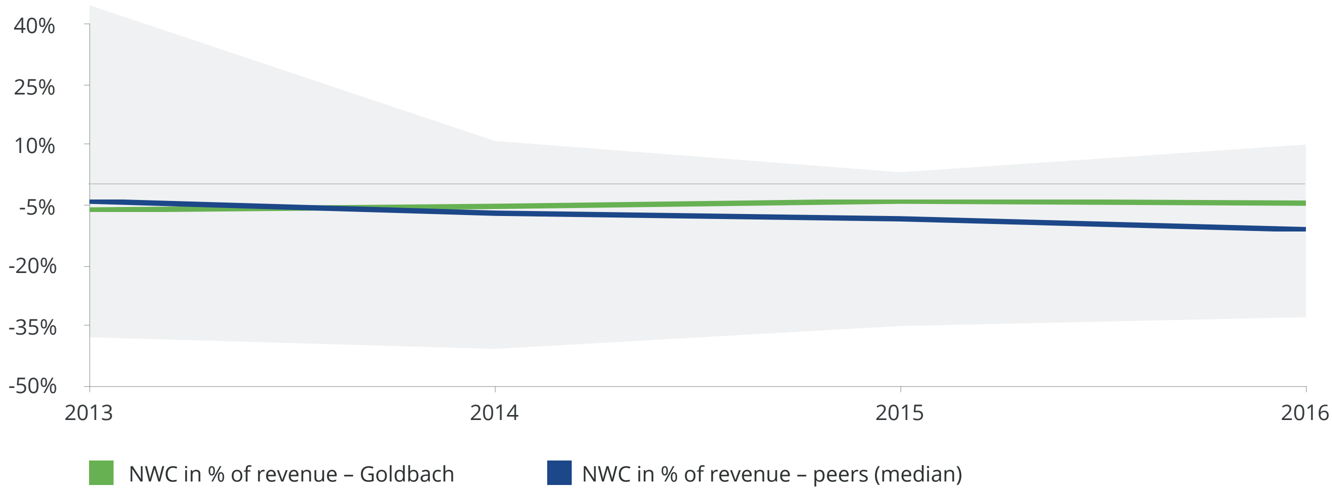
Source: Oaklins, Infront Analytics, Goldbach
Goldbach data from historical annual financial statements and forecasts; peer group data from Infront Analytics

- Goldbach's figure is at the lower end of the peer group range, and partially below this. This reflects the fact that some peers have a considerably greater need to invest in assets compared to Goldbach (e.g. TV companies which have their own production and facilities in addition to advertising marketing). By contrast, Goldbach's business is less capital-intensive.

BENCHMARKING WITH PEER GROUP

Net working capital (NWC) in % of revenue

- The graph shows NWC in relation to revenue.

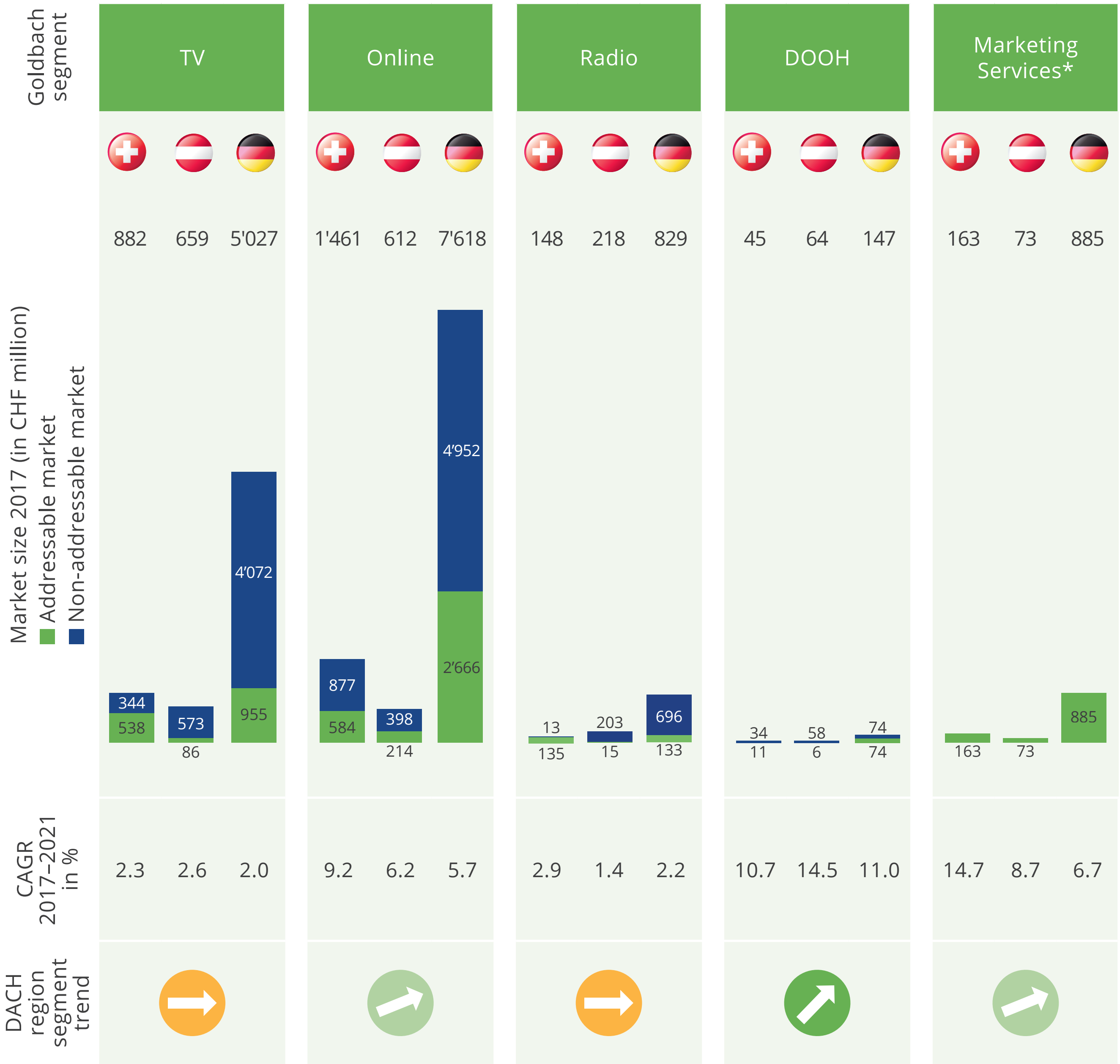


Source: Oaklins, Infront Analytics, Goldbach
Definition of NWC according to Infront Analytics. Comparative values for the peer group are only available for historical periods.

- The NWC of both Goldbach and the peer group is continuously negative. Goldbach's NWC to revenue ratio is almost the same as the peer group median, and slightly exceeded this over the past two years.

➜ The benchmarking shows that Goldbach's figures are largely within the range of the peer group.

MARKET ENVIRONMENT AND POTENTIAL MARKET BY SEGMENT

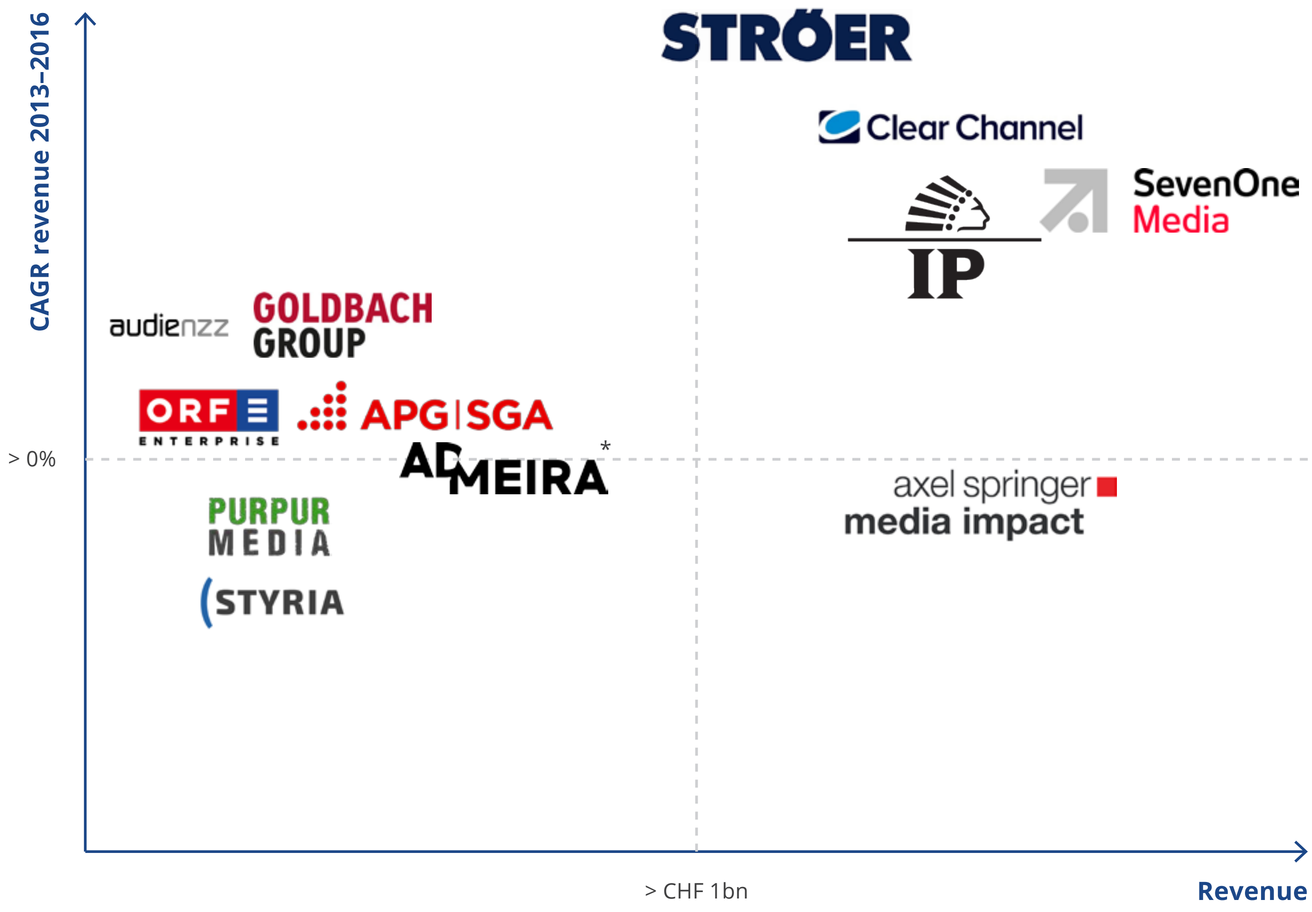


*Performance marketing & search agencies.
Addressable market size estimated by Goldbach. No data are available for the market as a whole.

Source: PwC Media & Entertainment Outlook/Goldbach Group

➜ **The assessment of the long-term trend is incorporated in the valuation in quantitative terms**

OVERVIEW OF TOP MARKETERS IN THE DACH REGION



** Admeira has only recently become active; there are therefore no meaningful growth rates available.*
Source: Goldbach, Oaklins

- The graph above shows a comparison of the top marketers in the DACH region by revenue and revenue growth over the past four years.
- IP Deutschland is the marketer for the RTL Media Group.
- SevenOne Media is the marketer for the ProSiebenSat.1 Group.
- Goldbach's competitive advantages in the Swiss market in particular include:
  - Long-standing focus on the Swiss market
  - Well developed network with relevant partner companies
  - Universal marketer approach, incorporating TV, online, radio and DOOH in the portfolio

STRATEGY & BUSINESS PLAN

- Goldbach currently operates exclusively as a marketer in the DACH region, covering TV, online, radio and DOOH media. It also offers marketing services.

- Goldbach's strategy is based on organic growth in its existing markets – Germany, Austria and Switzerland (DACH region) – focusing on the growth areas of online, video, mobile and DOOH. Growth in linear TV, which currently accounts for around three-quarters of revenue, is expected to increase only slightly in the coming years, with a decline expected in the medium to long term. The strategic focus is therefore on sustainably ensuring and expanding the marketing portfolio, retaining key individuals and entering into strategic partnerships.

- The business plan approved by the Board of Directors covers the periods from 2018 to 2020. There is also a long-term plan through 2027. The forecasts reflect the strategic considerations outlined above. To achieve the targeted growth, annual investments averaging CHF 1.5 million are anticipated. These will be made mainly in data-driven and automated areas.

- The market assessment assumes sideways movement in the advertising market in the DACH region, i.e. annual growth rates in the low-single-digit range through 2020. TV is growing at an average of 2.0 to 2.6%, while double-digit growth rates are expected in online and DOOH. Strong double-digit growth is also expected in Germany as a geographic business area. Goldbach's business plan is therefore compatible with general market expectations.

Summary

- Organic growth
- No change to the group structure
- Sideways development in advertising markets in DACH
- Slightly declining linear TV business in the long term
- Growth in online, video, mobile and DOOH
- Annual investments of CHF 1.5 million

CONTENTS

VALUATION METHODS – OVERVIEW

Earnings value-based valuation methods

1. Discounted cash flow (DCF) method

- The DCF method is one of the most accepted valuation methods in practice. It discounts future free cash flow projections at the weighted average cost of capital (WACC). The enterprise value is determined by adding up the discounted cash flows of the planning period as well as the discounted terminal value. The key drivers of the DCF method are:
  - the underlying future free cash flow projections, which are determined from the company's business plan
  - the cost of capital used to discount the cash flows
  - the assumptions on terminal growth in the terminal value period.

➜ The DCF method is the primary valuation method we used to assess the Tamedia offer.

Market value-based valuation methods

2. Comparable companies (trading multiples)

- The market valuation of comparable listed companies (peer group) serves as the basis for the valuation.

3. Comparable transactions (transaction multiples)

- The analysis of comparable precedent transactions serves as the basis for the valuation.

4. Historical share price performance and price targets of equity analysts

- Current market value of the target company by analysis of share price performance over the past 12 months and estimates by equity analysts.

➜ Market value-based valuation methods are used to validate the plausibility of the DCF results.

DERIVATION OF EQUITY VALUE

Share value

- The operating enterprise value of Goldbach Group was calculated using the above valuation methods. Various steps are required to calculate the equity value and finally the value per share.

- The equity value is obtained by adding non-operational assets to operating enterprise value and deducing financial liabilities.

  — Financial liabilities and the level of non-operational liquid assets are based on the last available monthly balance sheet as at end-November 2017.

  — The amount of non-operational liquid assets is determined based on observations by management, the plausibility of which we verified. Cash inflows from the exercise of stock options and the proceeds from the sale of shares in Goldbach Audience are also included.

  — Non-operational liquid assets stood at CHF 58.3 million and financial liabilities at CHF 19.3 million. These figures are adjusted for the relevant minorities.

Number of outstanding shares

- The value per share is calculated by dividing equity value by the number of outstanding shares. Treasury shares are excluded and dilution through equity-based remuneration and employee option programs is taken into account.

- Based on the documents available to us and information from management, we calculate the number of relevant shares to be 6’282’837.

- This figure is based on the number of shares as at 30 June 2017 and takes into account shares issued later and to be issued later under equity-based remuneration and option programs in the current year and previous years.

- The number of shares still to be issued is based on the best possible estimate as at the valuation date. Due to the variability of the compensation plan, this number may change slightly after the valuation date. Taking into account the scope of the present variable compensation plan, any potential change to the number of shares to be issued should not, however, have a material impact on the result of the fairness opinion.

VALUATION ASSUMPTIONS IN THE DCF METHOD

Methodology

- The individual segments in Goldbach Group differ in terms of their business activity and in particular also their growth prospects. These segments also operate in three different countries.
- To take into account the differing conditions, Goldbach Group was valued using the sum of the parts method. This means that the individual segments (TV, Online, Radio, DOOH, Ad Sales Germany, Ad Sales Austria, Marketing Services and Corporate) were valued separately using the DCF method and then added together to determine the operating enterprise value of the group.
- The valuation date is 18 December 2017.
- The valuation took place on a stand-alone basis and assumed the premise of a going concern.
- See the Annex for a detailed explanation of the DCF method.

General assumptions regarding the business plan

- The analysis is based on the detailed Goldbach Group business plan for the years 2018 through 2020 approved by the Board of Directors and updated with the latest 2017 forecast and 2018 budget. There is also a long-term plan through 2027. Together, these form the basis for the DCF valuation.
- The plan assumes purely organic growth, and no synergies were taken into account in the business plan.
- The business plan was discussed with management and the plausibility of the assumptions verified.
- The assumptions on terminal value are based on long-term considerations, which are largely informed by an expected decline in the traditional TV business.

ASSUMPTIONS REGARDING THE BUSINESS PLAN

Overview of the main assumptions in the DCF valuation

- Separate planning was undertaken for the individual segments for the planning period, based on differing assumptions in terms of growth and margins.
- The table below summarizes the key assumptions for the valuation of the individual segments.

Key figures / assumption	TV CH	Online CH	Radio CH	DOOH CH	Ad Sales DE	Ad Sales AT	Marketing Services	Corpo-rate	Source
CAGR net revenue FY17–27	(1.1)%	3.9%	1.6%	7.4%	9.1%	5.2%	0.6%	1.9%	Business plan verified for plausibility
EBITDA margin	8-10%	3-6%	8%	5-11%	0-8%	5-7%	0-3%	n/a	Business plan verified for plausibility
Tax rate	19.5%	18.8%-19.5%	19.5%	19.5%	29.5%	25.0%	18.9%	1.0%	Goldbach
Minority interests	46%	46% (GBM) 49% (GBA) 0% (GDS)	46%	46%	15% (GB GER) 10% (Jaduda)	-	-	-	Shareholding structure
Long-term growth	(1.0)%	1.0%	1.0%	1.0%	0.5%	0.5%	0.5%	-	Oaklins assumptions
WACC	7.2%	7.2%	7.2%	7.2%	8.0%	8.1%	7.9%	7.2%	Oaklins calculation

ASSUMPTIONS REGARDING THE BUSINESS PLAN

Assumptions regarding the planning period

- **Growth:** The growth rates differ considerably between the individual segments. In particular, a decline is expected in the TV business in the medium term due to market developments (shift to online, non-linear TV, etc.). A decline in revenue is expected from 2020, which reflects the changes in the market mentioned. By contrast, other segments could benefit from these market shifts. Accordingly, growth rates are higher in these segments.

- **Investments:** To determine future investments, individual reinvestment rates were assumed for the individual segments, which are consistent with the expected growth. Annual investments total approximately CHF 1.5 million.

- **Net working capital (NWC):** NWC mainly comprises accounts receivable and accounts payable and has been budgeted at segment level. Plan values were determined based on assumptions regarding the expected days sales outstanding (DSO) and days payable outstanding (DPO), which differ between the individual segments.

- **Minorities:** A number of the group companies have minority interests, some of which are large. The minority interests have been removed from the cash flows at segment level to determine the value for Goldbach shareholders. Financial liabilities and liquid assets have also been adjusted for minority interests.

- **Loss carry forwards:** According to management estimates, it is highly probable that loss carry forwards of just under CHF 9.0 million will be applicable in the next few years. The resulting tax benefits total CHF 2.4 million and have been activated undiscounted in the balance sheet. We have taken into account these loss carry forwards by adding the value of the tax savings minus minority interests to the value of the individual segments.

- **Financial assets:** Goldbach reported financial assets totalling CHF 319’000 in its 2016 annual report. In effect, this is an operating minority shareholding. Accordingly, the contribution to profits is taken into account in the cash flows.

ASSUMPTIONS REGARDING TERMINAL VALUE

Terminal value period

A normalized cash flow was calculated to work out the terminal value, using the following assumptions:

- **EBITDA margin:** We assumed a sustainable EBITDA margin based on the last planning period.
- **Investments (capex) and depreciation:** In the case of zero growth in real terms, it is generally presumed that investments must correspond to depreciation. As some segments posted negative growth, reinvestment rates that reflect the growth rate in terminal value were assumed for the terminal value period.
- **Net working capital:** Based on the last planning period, the ratio of net working capital to revenue in the terminal value period was kept constant.

Terminal growth rate

- Due to the assumption of a going concern, an assumption has to be made regarding terminal growth in the individual segments. The calculations are based on assumptions by Oaklins Switzerland, which also take into account in particular market studies and management considerations.
- We followed the valuation assumption that the long-term expected growth rate cannot be greater than the risk-free return assumed in the valuation. Accordingly, we limited the growth rate to a maximum of this value.
- The terminal growth rate is a key driver for enterprise value; we therefore performed relevant sensitivity analyses on this value.

WEIGHTED AVERAGE COST OF CAPITAL (WACC)

Market risk premium	
Switzerland	5.7%
Germany	5.7%
Austria	6.3%

×

Relevered beta	
Switzerland	0.63
Germany	0.62
Austria	0.62

Size premium	
Switzerland	3.7%
Germany	3.7%
Austria	3.7%

+

Equity risk premium	
Switzerland	3.6%
Germany	3.5%
Austria	3.9%

+

Risk-free interest rate	
Switzerland	1.0%
Germany	1.8%
Austria	1.7%

Cost of equity	
Switzerland	8.2%
Germany	9.1%
Austria	9.3%

×

Equity ratio	
Switzerland	84.9%
Germany	84.9%
Austria	84.9%

+

Debt capital	
Switzerland	15.1%
Germany	15.1%
Austria	15.1%

×

Cost of debt (after taxes)	
Switzerland	1.3%
Germany	1.7%
Austria	1.7%

WACC	
Switzerland	7.2%
Germany	8.0%
Austria	8.1%

Risk-free interest rate	
Switzerland	1.0%
Germany	1.8%
Austria	1.7%

+

Credit risk premium	
Switzerland	0.6%
Germany	0.6%
Austria	0.6%

Cost of debt	
Switzerland	1.6%
Germany	2.4%
Austria	2.3%

×

(1 – tax rate)	
Switzerland	78.9%
Germany	70.2%
Austria	75.0%

- WACC is used to discount cash flow in the DCF valuation.
- We differentiate between four capital cost rates for the individual segments:
  - Switzerland
  - Germany
  - Austria
  - Marketing Services (weighted WACC from the three above, as the Marketing Services segments covers all three countries).
- The diagram above shows the individual WACC components.
- Calculation details of the individual capital cost parameters and the data basis used can be found in the Annex.

RESULTS OF THE DISCOUNTED CASH FLOW VALUATION

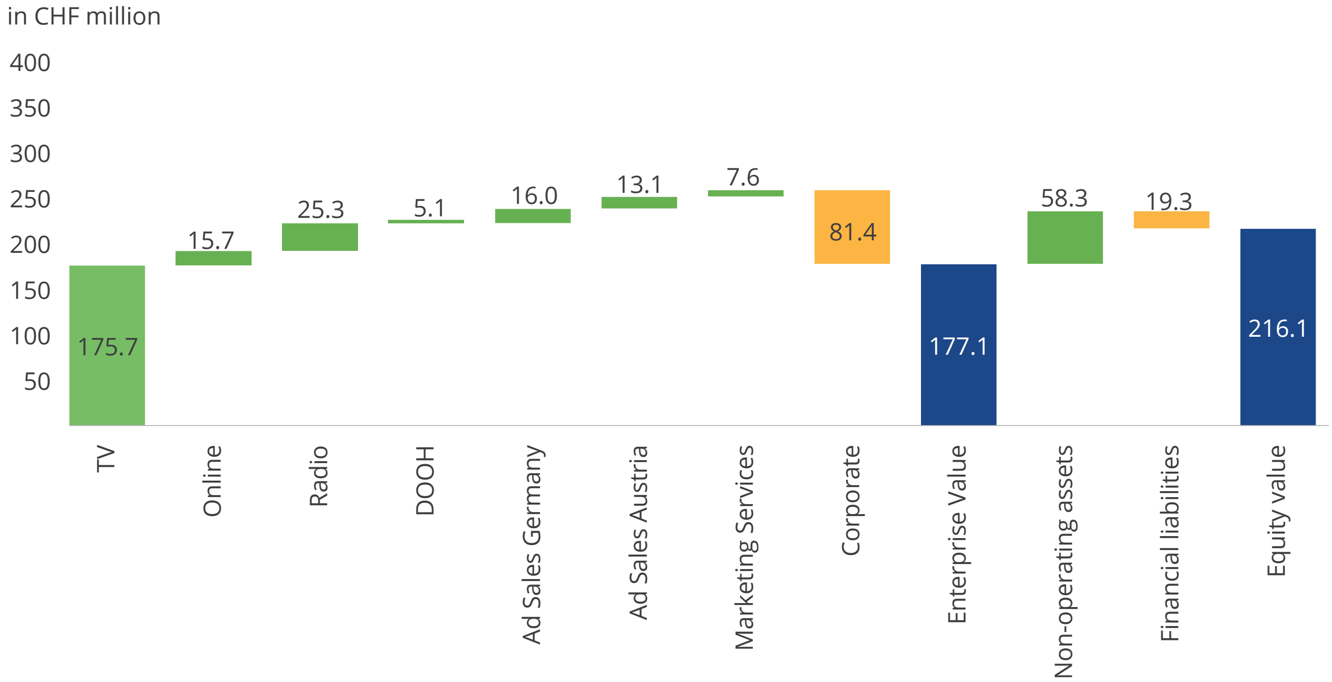
DCF valuation

Value summary	**in CHF million**
DCF value (sum of the parts)	366.6
Tax savings from loss carry forwards	2.4
Operating enterprise value	**369.0**
Minority interests in enterprise value	(192.0)
Enterprise value excl. minority interests	**177.1**
Non-operational assets (excl. minority interests)	58.3
Financial liabilities (excl. minority interests)	(19.3)
Equity value	**216.1**
Number of outstanding shares (number)	6'282'837
Value per share (in CHF)	**34.4**

Value per share

- Based on the DCF valuation, the operating enterprise value of Goldbach Group as at the valuation date, 18 December 2017, is CHF 369.0 million.
- After taking into account minority interests, non-operational assets and financial liabilities, this results in an equity value of CHF 216.1 million.
- Based on the scenario of independent continuation of business activity, the value per share is **CHF 34.4.**

Sum of the Parts



All figures without minority interests

SENSITIVITY ANALYSES

- Two key drivers of the DCF valuation are WACC and assumptions regarding terminal growth. The latter are particularly relevant in this case, as negative growth is expected in parts of the business (TV) in the long term.
- To provide broader support for the DCF value and demonstrate the effects of a change to these assumptions, we performed a sensitivity analysis on both of these parameters.
- In the event of a change to the respective WACC of +/-0.25 percentage points or to the different assumptions regarding terminal growth rates of +/-0.5 percentage points, the share value lies within a range of CHF 32.5–36.8.

		Terminal growth				
		-1.00%	-0.50%	0.00%	0.50%	1.00%
WACC	-0.50%	33.4	34.7	36.1	37.9	39.9
	-0.25%	32.7	33.9	35.2	36.8	38.6
	0.00%	32.0	33.1	34.4	35.8	37.5
	0.25%	31.4	32.5	33.6	34.9	36.4
	0.50%	30.9	31.8	32.9	34.1	35.4

MULTIPLES VALUATION

Trading and transaction multiples

- The multiples applied correspond to the median of the respective peer group, which comprises comparable listed companies (trading multiples) or comparable transactions (transaction multiples).
- The number of companies or transactions that can be considered directly comparable is extremely limited due to the highly specific business model of Goldbach Group; the peer groups were therefore defined somewhat more broadly. See the Annex for the detailed composition of these groups.
- The multiples valuation is based on the EBITDA and EBIT forecast for 2017. An EBIT multiple based on comparable transactions could not be calculated due to insufficient data in the peer group.
- Our multiples considerations result in a value range of CHF 34.6–39.0.

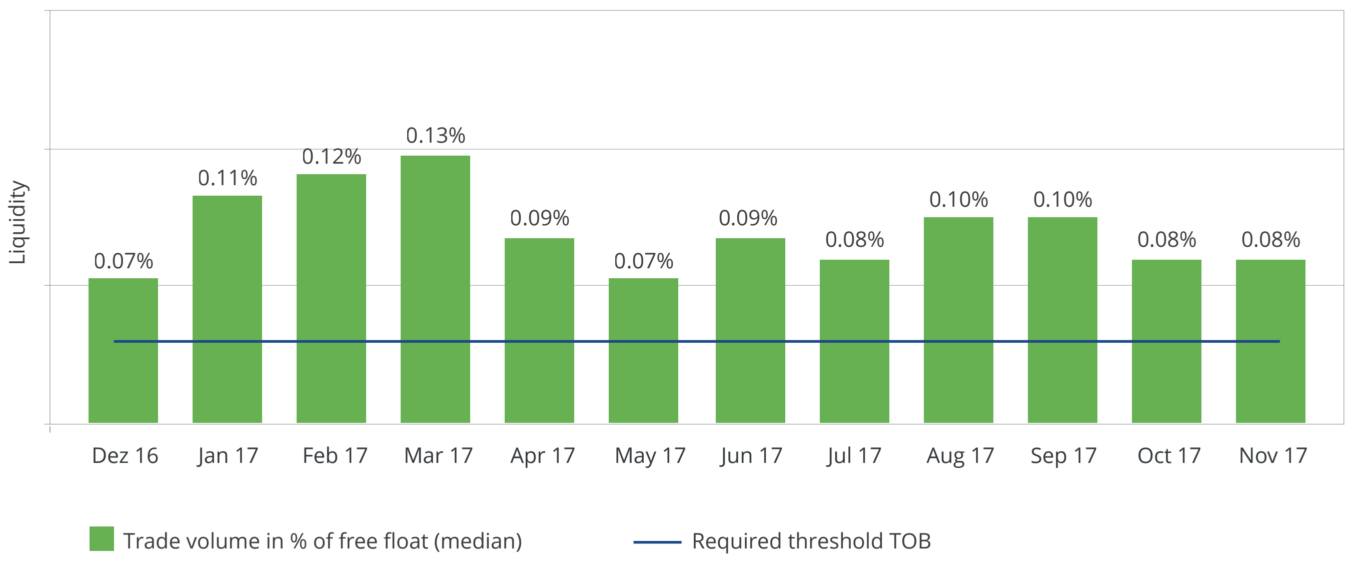
Multiples Valuation

in CHF million	Trading EBITDA	Trading EBIT	Transaction EBITDA
Multiple	10.3	12.9	9.7
EBITDA FY17F (excl. minorities)	18.1	-	18.1
EBIT FY17F (excl. minorities)	-	15.7	-
Multiple value	**185.8**	**203.6**	**176.4**
Tax savings from loss carry forwards (excl. minorities)	2.2	2.2	2.2
Operating enterprise value	**188.0**	**205.8**	**178.6**
Non-operational assets (excl. minority interests)	58.3	58.3	58.3
Financial liabilities (excl. minority interests)	-19.3	-19.3	-19.3
Equity value	**227.0**	**244.8**	**217.7**
Number of outstanding shares	6’282’837	6’282’837	6’282’837
Value per share (in CHF)	**36.1**	**39.0**	**34.6**

LIQUIDITY ANALYSIS

- The graph below shows the trading volumes (monthly median) in percent of the free float over the past 12 full months prior to the advance notification.
- In each of the last 12 full months, the trading volume in percent of the free float clearly exceeded the 0.04% threshold prescribed by the Swiss Takeover Board.
- The liquidity analysis therefore shows than the GBMN share is liquid according to the Takeover Board's definition.
- As a consequence, no additional valuation report is required when applying the minimum price rule.

Liquidity Analysis



Conclusion

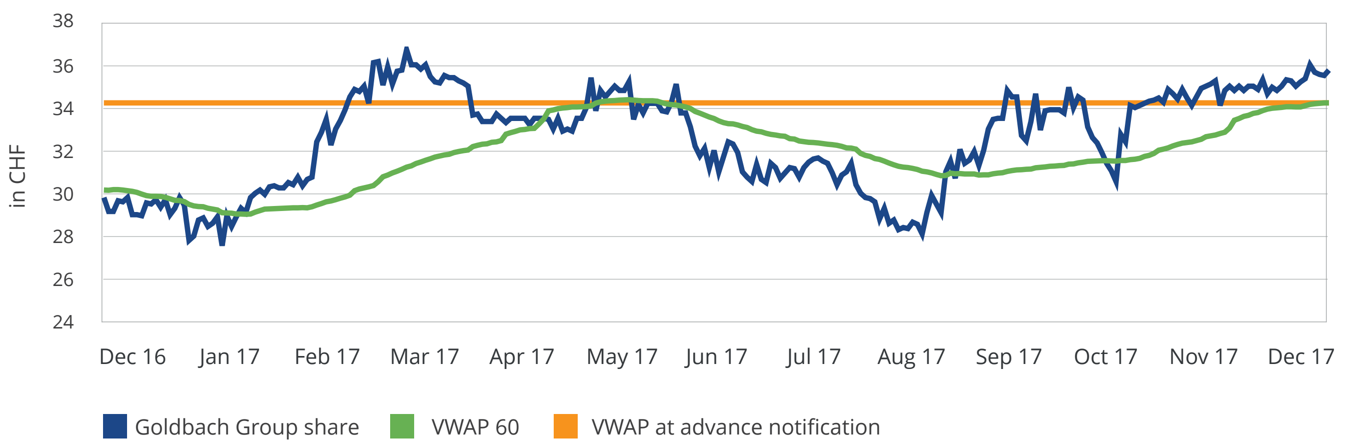
- The Goldbach Group share is liquid according to the Swiss Takeover Board's definition. The share price is accordingly relevant when assessing the financial adequacy of the offer.

SHARE PRICE ANALYSIS

Share price

- The Goldbach Group AG share price fluctuated between CHF 27.55 and CHF 36.70 in the 12 months prior to the advance notification. The lowest closing price was recorded on 26 January 2017 and the highest on 22 March 2017.
- The closing price on the day before the advance notification was CHF 35.75.
- According to SIX, the volume-weighted average price for the last 60 days (VWAP 60) prior to the advance notification was CHF 34.22.
- The VWAP 60 on the last trading day before notification of the offer is the minimum price in mandatory public tender offers.

Share price performance over the last 12 months



Source: Oaklins analysis; data from Infront Analytics

Analysts

- Analysts at Zürcher Kantonalbank (ZKB) give a target value in the range of CHF 42.80–47.80 for the Goldbach Group share as at 1 September 2017.
- This estimate differs from our range. The difference is due in particular to differing assumptions regarding terminal growth rate, capitalization rate and in the conversion to equity value and the total number of outstanding shares.

TAKEOVER PREMIUMS AND STOCK MARKET VALUATIONS

Takeover premiums

- Our analysis of takeover premiums in precedent transactions shows that in the past, a premium averaging around 30% has been paid on the current share price for takeovers in Switzerland. The range of premiums paid is, however, large and varies between 0% and 70% (see evaluation of takeover premiums in the Annex).

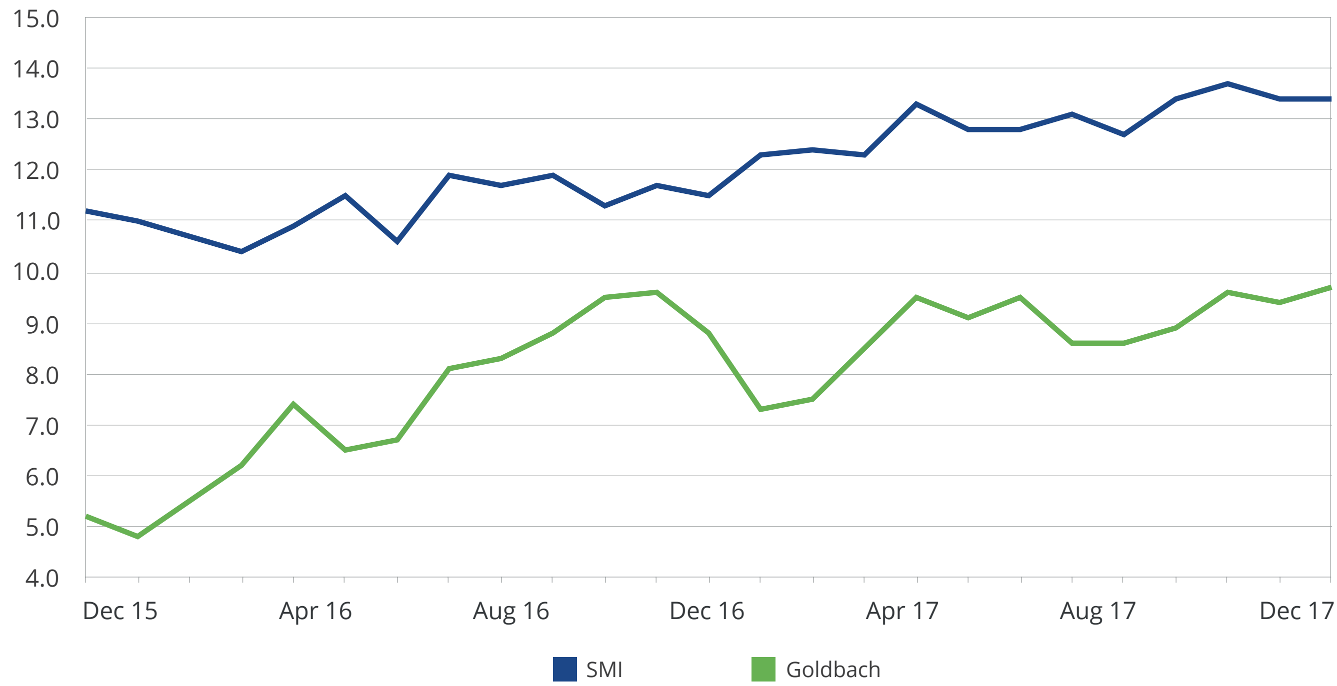
- Whether or not a premium is paid depends heavily on the characteristics of the transaction and current market conditions (e.g. competition).

- It should also be noted that shares on the Swiss stock exchange have steadily risen in value over the past two years, as shown in the analysis of the development of the implied EBITDA multiple of the SMI, on the left. The same applies to the valuation of the Goldbach share itself.

- Since December 2015, the implied EBITDA multiple for Goldbach Group has risen by more than 80%, from 5.2x to 9.7x currently. A few months ago, the current offer would have represented a significant premium on the share price.

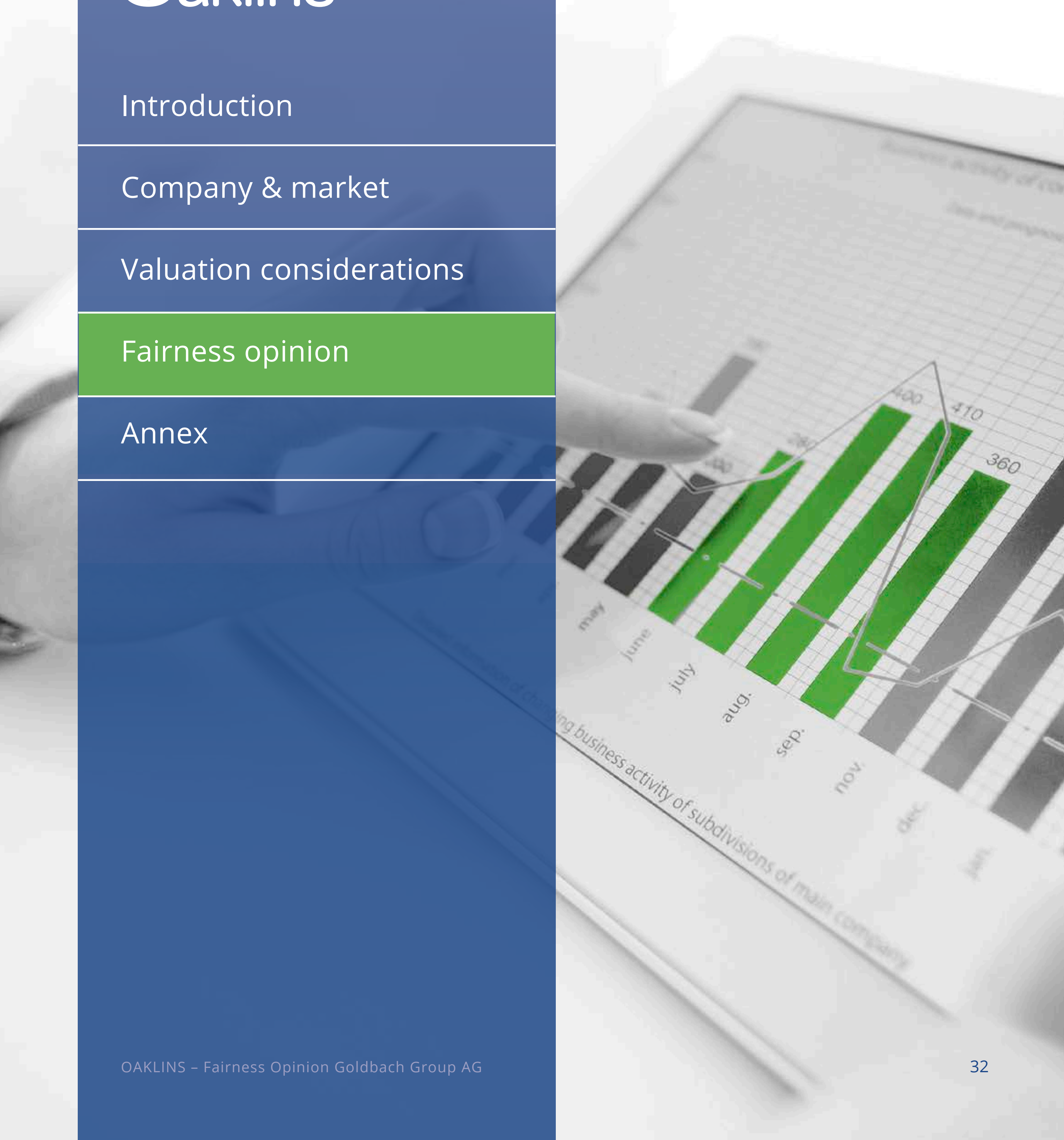
- In light of this, it may be difficult at present to realize high takeover premiums on the market, as the share valuation has already gained strongly in the recent past.

Stock market valuations (implied EV/EBITDA multiples)



Source: SMI according to Infront Analytics; Goldbach values were calculated approximately by Oaklins to take appropriate account of minorities.

CONTENTS



400
410
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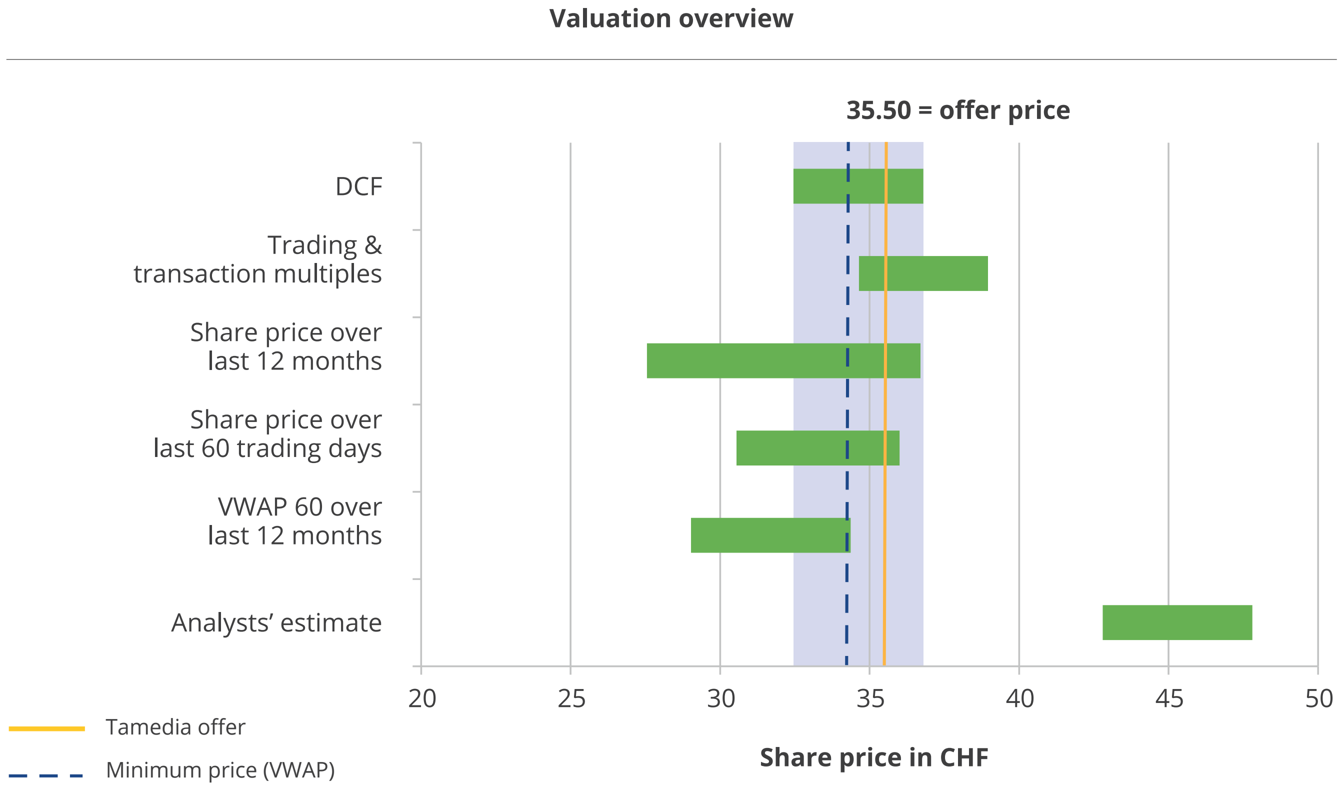
business activity of subdivisions of main company

VALUATION RESULTS



- The graph above summarizes the results of our valuation analyses. Based on the central valuation method – the DCF valuation – the value range for the GBMN registered share is CHF 32.5–36.8.
- The plausibility of this primary result has been verified using market-based valuation methods (multiples, share price analysis, analysts' estimate).
- The Tamedia offer of CHF 35.50 represents a 3.7% premium on the 60-day VWAP of CHF 34.22 and a premium of -0.7% on the closing price of 21 December 2017, which was CHF 35.75.

➜ Tamedia's public tender offer of CHF 35.50 per registered share is fair and adequate from a financial perspective.

Dr. Jürg Stucker, Partner **Juraj Janos, Partner**

CONTENTS

LIST OF ABBREVIATIONS

AG	Aktiengesellschaft (public limited company)
AT	Austria
bn	billion
BoD	Board of Directors
CAGR	compound annual growth rate
Capex	capital expenditure
CAPM	capital asset pricing model
CBoD	Chairman of the Board of Directors
CEO	Chief Executive Officer
CFO	Chief Financial Officer
CH	Switzerland
CHF	Swiss francs
CSO	Chief Strategy Officer
DACH	Germany, Austria, Switzerland
DCF	discounted cash flow (valuation method)
DE / GER	Germany
DOOH	digital out of home
DPO	days payable outstanding
DSO	days sales outstanding
e.g.	exempli gracia, for example
EBIT	earnings before interest and taxes
EBITDA	earnings before interest, taxes, depreciation and amortization
EV	enterprise value
FCF	free cash flow
FMIA	Financial Market Infrastructure Act
FTE	full-time equivalents
FY	financial year
GB	Goldbach
GBA	Goldbach Audience
GBM	Goldbach Media
GDS	Goldbach Digital Services
i.e.	id est, that is
IFRS	International Financial Reporting Standards
ISIN	International Securities Identification Number
KPIs	key performance indicators
m	million
n/a	not applicable
NWC	net working capital
p.a.	per annum (per year)
SIX	SIX Swiss Exchange
Swiss GAAP FER	Swiss generally accepted accounting principles
TOB	Takeover Board
TOO	Takeover Ordinance
TV	terminal value / television
VWAP xx	volume-weighted average price of the last xx days
WACC	weighted average cost of capital
ZKB	Zurich Kantonalbank

WEIGHTED AVERAGE COST OF CAPITAL (WACC)

	Parameter	Switzerland	Germany	Austria
1	Risk-free interest rate	1.0%	1.8%	1.7%
2	Market risk premium	5.7%	5.7%	6.3%
3	Unlevered beta	0.55	0.55	0.55
	Relevered beta	0.63	0.62	0.62
4	Size premium	3.7%	3.7%	3.7%
	Cost of equity	**8.2%**	**9.1%**	**9.3%**
	Risk-free interest rate	1.0%	1.8%	1.7%
5	Credit risk premium	0.6%	0.6%	0.6%
	Cost of debt	**1.6%**	**2.4%**	**2.3%**
6	Equity ratio	84.9%	84.9%	84.9%
	Debt ratio	15.1%	15.1%	15.1%
7	Tax rate	21.2%	29.8%	25.0%
	WACC	**7.2%**	**8.0%**	**8.1%**

Derivation of capital cost parameters

1 We estimate the expected risk-free return based on the 10-year mean of monthly returns on the respective 10-year government bonds (i.e. Switzerland, Germany, Austria).

2 We use the implied market risk premium according to Prof. A. Damodaran. The implied market risk premium is the result of the inversion of share valuations, adjusted for country-specific risk.

3 The unlevered beta is the median of the betas of the comparable companies. These are based on a regression of weekly returns on the relevant index. Relevering with the target capital structure and the relevant tax rate gives the relevered beta. Unlevered beta = levered beta / (1 + (1 – tax rate) x debt/equity).

4 Size premium of 3.7% according to 2017 Valuation Handbook by Duff & Phelps.

5 We derive the appropriate credit risk premium based on a synthetic rating, which uses the ability of a company to meet its interest obligations as the basis for the required credit spread. This results in a credit risk premium of 0.6% (Damodaran).

6 The long-term target capital structure should reflect a customary financing structure for the industry and is derived based on the peer group.

7 We base the rate of tax on profits on the rate per country/canton according to the KPMG tax survey. Generally speaking, these rates also correspond to the effective tax rates expected by management for the individual companies.

PEER GROUP BETA AND CAPITAL STRUCTURE

Company	Country	Market capitalization	Minorities	Debt capital[a)]	Share of debt	Levered beta[b)]	Unlevered beta	Revenue
ad pepper media International N.V.	Netherlands	81	-	0	0.0%	0.38	0.45	64
Affichage Holding SA	Switzerland	1'360	-	0	0.0%	0.32	0.35	309
Axel Springer SE	Germany	8'529	-	1'331	13.5%	0.58	0.52	3'460
Cairo Communication S.p.A.	Italy	630	-	525	45.4%	0.72	0.47	595
DigiTouch S.p.A.	Italy	23	-	11	32.8%	n/m	n/m	28
Havas SA	France	4'658	-	882	15.9%	0.61	0.61	2'393
JCDecaux SA	France	8'817	-	1'463	14.2%	0.73	0.71	3'128
Lamar Advertising Company	USA	7'477	-	2'349	23.9%	0.60	0.46	1'500
M&C Saatchi plc	UK	354	-	35	9.0%	n/m	n/m	278
Netbooster SA	France	97	-	21	17.7%	0.39	0.38	147
Next Fifteen Communications Group plc	UK	387	-	49	11.3%	n/m	n/m	215
ProSiebenSat.1 Media SE	Germany	7'285	-	3'424	32.0%	0.83	0.69	3'995
Publicis Groupe SA	France	15'087	-	3'482	18.8%	0.78	0.63	10'235
RTL Group S.A.	Luxembourg	12'098	-	1'062	8.1%	n/m	n/m	6'559
Stroer SE & Co. KGaA	Germany	4'166	-	545	11.6%	0.65	0.58	1'181
WPP AUNZ Limited	Australia	544	-	257	32.1%	0.91	0.72	658

Minimum		23	-	0	0%	0.32	0.35	28
Maximum		15'087	-	3'482	45%	0.91	0.72	10'235
Mean		4'475	-	965	18%	0.63	0.55	2'172
Median		**2'763**	**-**	**535**	**15%**	**0.63**	**0.55**	**919**

Source: Infront Analytics

n/m = not statistically significant

Amounts in USD thousands

a) Interest-bearing debt capital

b) Regression with the relevant benchmark, based on weekly returns over five years. Only statistically significant betas have been taken into account in the analysis (95% significance level).

TRADING MULTIPLES: PEER GROUP

Company	Country	ISIN	EV/EBITDA – 2017 (e)	EV/EBIT – 2017 (e)
ad pepper media International N.V.	Netherlands	NL0000238145	15.9	18.4
Affichage Holding SA	Switzerland	CH0019107025	16.0	19.3
Axel Springer SE	Germany	DE0005501357	10.9	14.0
Cairo Communication S.p.A.	Italy	IT0004329733	5.8	9.9
DigiTouch S.p.A.	Italy	IT0005089476	n/a	n/a
Havas SA	France	FR0000121881	11.0	12.9
JCDecaux SA	France	FR0000077919	11.2	19.3
Lamar Advertising Company	USA	US5128161099	13.9	20.4
M&C Saatchi plc	UK	GB00B01F7T14	8.7	9.7
Netbooster SA	France	FR0000079683	24.1	30.4
Next Fifteen Communications Group plc	UK	GB0030026057	8.7	10.1
ProSiebenSat.1 Media SE	Germany	DE000PSM7770	9.8	12.1
Publicis Groupe SA	France	FR0000130577	9.0	10.0
RTL Group S.A.	Luxembourg	LU0061462528	8.2	9.5
Stroer SE & Co. KGaA	Germany	DE0007493991	10.3	17.3
WPP AUNZ Limited	Australia	AU000000WPP3	8.3	9.5

Minimum	5.8	9.5
Maximum	24.1	30.4
Mean	11.5	14.9
Median	**10.3**	**12.9**

Source: Infront Analytics

TRANSACTION MULTIPLES: COMPARABLE TRANSACTIONS

Published	Target company	Country	Acquiror	EV (CHFm)	EBITDA multiple
28/11/2017	Constantin Medien AG	Germany	Studhalter - Highlight consortium	226	1.2
23/10/2017	DADA S.p.A.	Italy	HgCapital	77	6.2
09/06/2017	Seasam Oy	Finland	ZetaDisplay AB	5	9.7
07/06/2017	Havas SA	France	Vivendi SA	4'051	9.7
20/02/2017	SinnerSchrader AG	Germany	Accenture Plc	104	18.5
26/08/2016	Mediaplanet International AB	Sweden	Priveq Investment	58	16.9
29/06/2016	Forsman & Bodenfors	Sweden	MDC Partners Inc.	32	5.3
10/05/2016	Banzai Media Holding S.r.l	Italy	Arnoldo Mondadori Editore SpA	45	10.3
13/04/2016	Clickadv Srl (70% stake)	Italy	Cerved Group S.p.A.	22	8.6
08/04/2016	RCS Media Group SpA (95.28%)	Italy	Cairo Communications S.p.A.	1'055	59.1
11/11/2015	Omnea GmbH (80% stake)	Germany	Stroeer SE	6	4.7
22/05/2015	Seat Pagine Gialle S.p.A	Italy	Italiaonline S.p.A.	148	4.4
16/03/2015	Moqu Adv S.r.l.	Italy	Italiaonline S.p.A.	6	10.0
16/03/2015	glispa GmbH (75% stake)	Germany	Market Tech Holdings Ltd	40	10.7
17/10/2014	Havas SA (63.8% stake)	France	Bollore SA	3'676	10.9
16/05/2014	PubliGroupe SA	Switzerland	Swisscom AG	472	89.0
03/06/2013	Intescia SAS	France	BNP Paribas Private Equity; WINCH Capital 2	58	4.2

Minimum	1.2
Maximum	89.0
Mean	16.4
Median	**9.7**

Source: Mergermarket

The data basis in the peer group is insufficient for an EBIT multiple.

TAKEOVER PREMIUMS IN SWITZERLAND

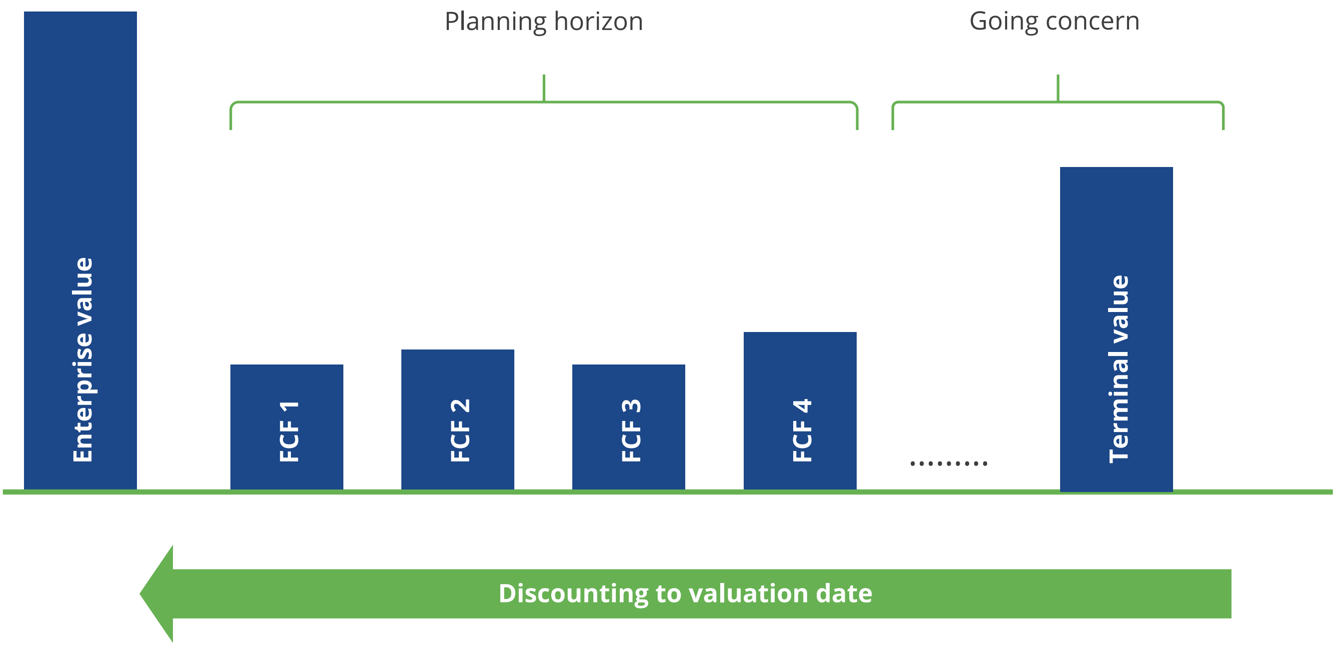
Year	Offer	Target company	Offer by	Implied equity value (CHF million)	Offer price	VWAP 60	Premium	Success rate
2011	Mandatory	Genolier Swiss Medical Network SA	M.R.S.I.	118	19.00	17.64	**7.7%**	35.3%
2011	Voluntary	Newave Energy Holding SA	ABB Schweiz AG	175	56.00	41.14	**36.1%**	98.9%
2011	Voluntary	Escor Casinos & Entertainment AG	Highlight Communications AG	22	17.50	17.43	**0.4%**	39.2%
2011	Voluntary	Schulthess Group AG	NIBE Industrier AB	629	59.20	47.94	**23.5%**	95.0%
2011	Voluntary	Feintool International Holding AG	Artemis Beteiligungen III AG	267	350.00	326.9	**7.1%**	72.2%
2012	Mandatory	Bank Sarasin & Cie AG	JSH S.A., Luxemburg (Group Safra)	1'800	27.00	26.32	**2.6%**	97.5%
2012	Mandatory	Uster Technologies AG	Toyota Industries Corporation	385	44.00	31.50	**39.7%**	98.8%
2013	Voluntary	Absolute Invest AG	Alpine Select AG	171	28.50	27.60	**3.3%**	89.9%
2013	Competing	Victoria-Jungfrau Collection AG	AEVIS Holding SA	86	310.00	182.42	**69.9%**	21.0%
2013	Voluntary	Acino Holding AG	Pharma Strategy Partners GmbH	398	115.00	75.27	**52.8%**	93.6%
2014	Voluntary	Swisslog Holding	KUKA Aktiengesellschaft	339	1.35	1.18	**14.4%**	92.2%
2014	Voluntary	Advanced Digital Broadcast Holdings SA	4T S.A	78	15.50	12.89	**20.3%**	73.4%
2014	Voluntary	Nobel Biocare Holding AG	Danaher Corporation	2'117	17.10	16.02	**6.7%**	77.2%
2014	Voluntary	National Versicherung	Helvetia Holding AG	1'764	80.00	60.06	**33.2%**	95.4%
2014	Competing	Publigroupe S.A.	Swisscom	501	214.00	123.41	**73.4%**	97.1%
2015	Voluntary	Micronas Semiconductor Holding AG	TDK Corporation	223	7.50	4.40	**70.5%**	90.5%
2016	Voluntary	Kuoni Reisen Holding AG	Kiwi Holding IV Sarl (EQT)	1'388	370.00	275.86	**34.1%**	87.2%
2016	Voluntary	Syngenta AG	CNAC Saturn (NL) B.V. (ChemChina)	45'264	488.95	370.70	**31.9%**	94.7%
2016	Voluntary	gategroup Holding AG	HNA Aviation Air Catering Holding Co.	1'420	53.00	38.69	**37.0%**	96.1%
2016	Voluntary	Charles Vögele AG	Sempione Retail AG (OVS)	56	6.38	6.38	**-**	94.1%
2016	Voluntary	Looser Holding AG	AFG Arbonia-Foster Holding AG	406	106.80	67.60	**58.0%**	94.7%
2017	Voluntary	Pax Anlage AG	Basler Leben AG	288	1'600.00	1'349.00	**18.6%**	42.8%
2017	Voluntary	Actelion Ltd	Janssen Holding GmbH (Johnson & Johnson)	30'438	280.00	191.20	**46.4%**	92.5%
2017	Competing	LifeWatch AG	Cardiac Monitoring Holding Company (BioTelemetry)	259	14.00	9.95	**40.7%**	96.4%

Median premium	**32.6%**
Mean premium	**30.3%**

Source: Oaklins, TOB

VALUATION METHODS – DCF METHOD

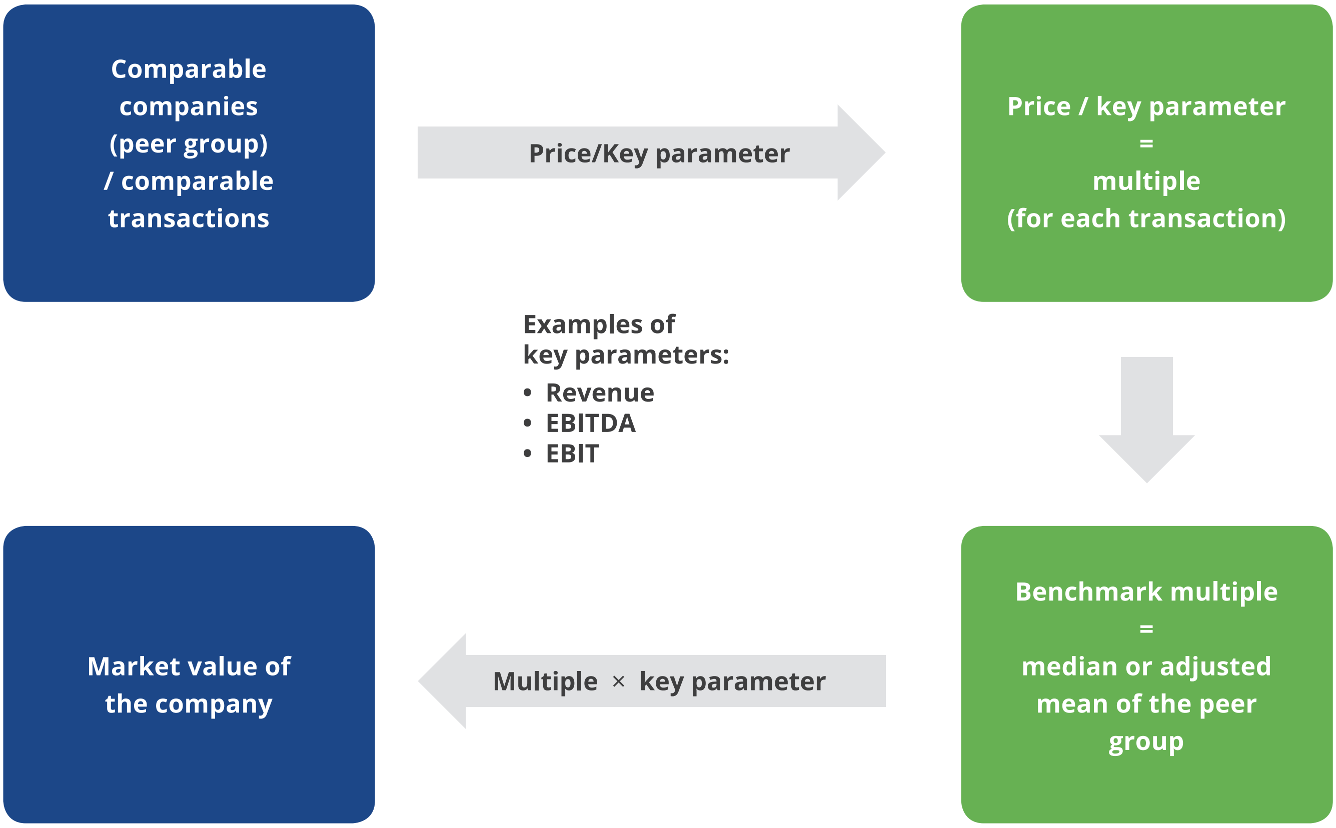
Schematic representation of the DCF method



- According to the discounted cash flow (DCF) method, the value of a company is dependent on its future earnings potential or its ability to generate future free cash flow.
- Free cash flow is explicitly planned over the planning horizon (through 2027). Value generation following this (terminal value) is supported by sustainable free cash flow. Future free cash flow is discounted at the relevant company-specific, risk-appropriate interest rate.
- Enterprise value is the sum of the cash value of all future free cash flow and terminal value.

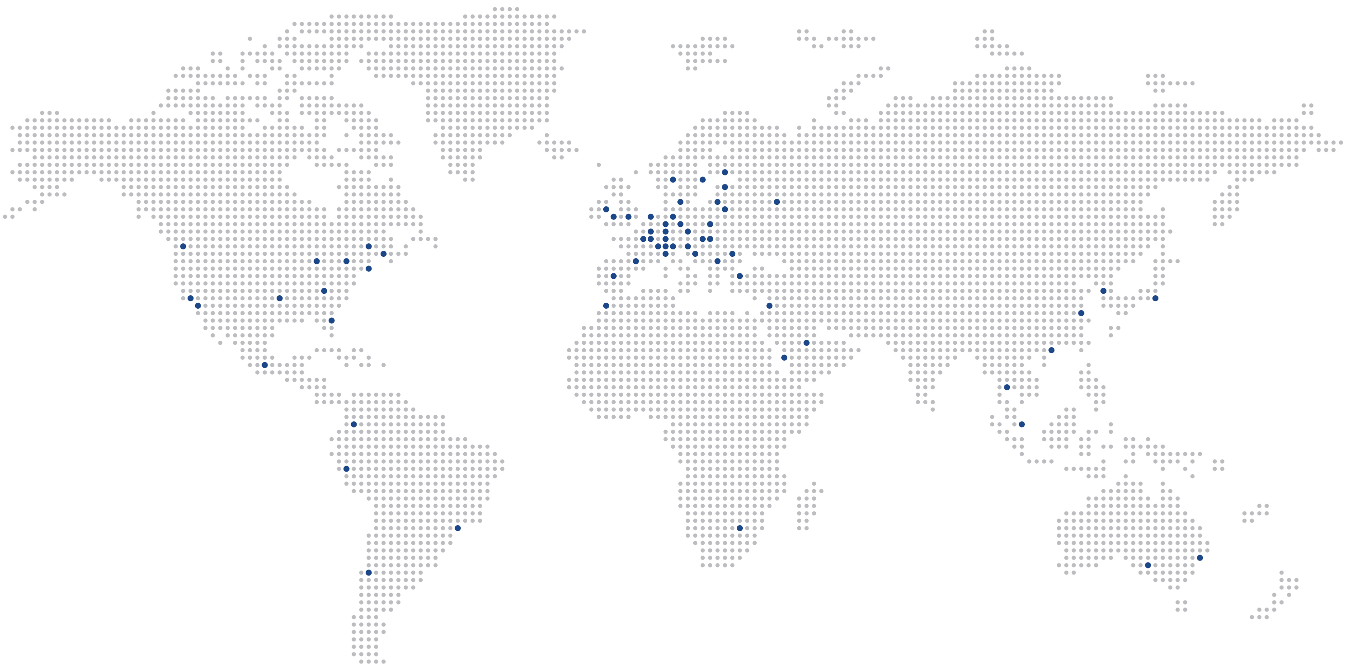
VALUATION METHODS – MULTIPLES METHOD

Schematic representation of the multiples method



- The multiples method is based on the principle that comparable companies or assets can be sold for comparable prices.
- The enterprise value of similar firms can therefore be derived from precedent transactions (transaction multiples) or companies traded on the stock exchange (trading multiples).
- Common key parameters (including revenue, EBITDA and EBIT) of comparable traded companies or precedent transactions are expressed in relation to the relevant enterprise value. This multiple is then applied to the same figure of the company being valued to determine its value.
- To determine the multiples, comparable groups (peer group) of companies that are as similar as possible are used.

Oaklins – our offices around the world



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